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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 534435 134758A

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : February 15, 2013

ORDER TIME : 4:01 PM

ORDER NO. : 534435-005

CUSTOMER NO: 134758A

DOMESTIC AMENDMENT FILING

NAME: ELION II S52 BOCA LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER'S INITIALS: _____

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Articles of Amendment
To
Articles of Organization
Of
Elion II S52 Boca LLC,
a Florida limited liability company
Document No. L12000150952

1. The date of the filing of the articles of organization was December 3, 2012.

2. The following amendments to the articles of organization of the company have been adopted by this limited liability company:

Section 8 is added to the articles of organization as follows:

8. SPE Covenants. For so long as the Company is indebted to City National Bank of Florida ("Lender"), the Company will not:

8.1 engage in any business or activity other than the ownership, operation and maintenance of the Property (as defined in the SPE Rider made a part of the Company's Operating Agreement) and activities incidental thereto;

8.2 acquire or own any material assets other than the Property and such incidental personal property as may be necessary for the operation of the Property;

8.3 merge into or consolidate with any entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case Lender's consent;

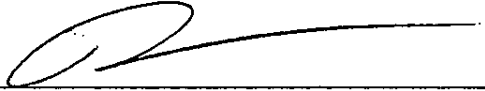
8.4 own any subsidiary or make any investment in any entity without the consent of Lender;

8.5 commingle its assets with the assets of any of its members, managers, shareholders, affiliates, principals or of any other person; and

8.6 fail to maintain its records, books of account and Lender accounts separate and apart from those of the members, managers, shareholders, principals and affiliates of a member, manager or

shareholder of transferee, and any other person.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as the Authorized representative of this Company on this 15th day of February, 2013.



Ted Klein,
Authorized representative

F:\WP\LLC\amend.Elion II S52 Boca (SPE provisions).wpd